

From: [Robbie Ferris](#)
To: [Matt Dean](#)
Subject: RE: Dillon School Tour
Date: Friday, April 25, 2014 6:39:33 PM

Matt,
Thanks for the follow up, sorry I did not get back to you sooner.
Our lawyer is working this weekend on how to get your project done.
We have our lawyer and finance guy that will be at Dillon. Tom has called one of your school board members to see if they are willing to come to Sandy Grove.
I will follow-up if I hear anything. Also I asked Tom to call you so he could tell you what he recalled from the conversation with board members.
Have a good weekend.
Call me any time.
Robbie

From: Matt Dean [mailto:MDean001@horrycountyschools.net]
Sent: Friday, April 25, 2014 12:21 PM
To: Robbie Ferris
Subject: FW: Dillon School Tour

Please see below. The tour has been scheduled for next week.

It was good meeting with you yesterday and look forward to receiving information from you related to delivery options of our capital plan and procurement options.

Thanks.

Matt Dean
Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Leann Hill
Sent: Friday, April 25, 2014 12:12 PM
To: Barbara Schlidt; Cindy Ambrose; Cynthia Elsberry; Dottie Brown; Harvey Eisner; HT Lee; James LaPier; Janice Christy; Janice Morreale; Jeffrey Garland; Joe DeFeo; Mark Wolfe; Matt Dean; Neil James; Rick Maxey; Traci Hogan
Subject: Dillon School Tour

Good afternoon,

We have been able to arrange a tour of Dillon Middle School for Friday, May 2nd. We will leave the District Office at 12:30pm We anticipate returning by 3:30pm.

Please let me know if you will be able to attend. Feel free to contact me or Mark Wolfe with any questions.

Thank you –

Leann Hill

Executive Asst. to the Superintendent & Board of Education

Horry County Schools

335 Four Mile Road

Conway, SC 29526

LHill@HorryCountySchools.net

843-488-6717

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From: [Robbie Ferris](#)
To: [Matt Dean](#)
Subject: Re: Horry County Schools Issues
Date: Wednesday, April 30, 2014 7:36:47 PM

Matt
Thanks

We will use these numbers and see how the budget works out

Sent from my iPhone

On Apr 30, 2014, at 2:12 PM, "Matt Dean" <MDean001@horrycountyschools.net> wrote:

I received your voicemail. I do not see an issue with your attorney speaking with our finance consultant and attorney. Please include me on any discussion that include anyone from Horry County Schools.

As far as budget costs from our Board Approved Short-term Capital Plan, the initial budgeted construction costs are based upon \$165 SF for new building construction. The projects listed as additions include renovation costs to the existing facility on top of any new construction for the addition. We do not include technology costs in our budgets (computers and devices) but we do include separate HVAC controls and low voltage wiring costs within the budget. The other development costs (FF&E 7.5%, low-voltage wiring 5%, professional fees 8%, permit fees 1.8%, etc.) are percentages of the estimated construction costs. We also include 10% contingency on the subtotal of all development costs.

Please contact me if you have any further questions.

Thanks.

Matt Dean
Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Wednesday, April 30, 2014 11:17 AM
To: Matt Dean
Cc: Marion Wise; Brenton D. Jeffcoat; Rick Green
Subject: Re: Horry County Schools Issues

Matt

We can put the numbers together but I don't think we can do it before Friday I will ask Brent and rick to skip the tour on Friday and focus their energy on the numbers/ plan and preparing a PowerPoint. I think we can have it early next week. I will get back to you once we have a schedule.

Thanks

Robbie

Sent from my iPhone

On Apr 30, 2014, at 9:35 AM, "Matt Dean"
<MDean001@horrycountyschools.net> wrote:

You will need to demonstrate how this methodology would be beneficial for the district. Can you select one of the projects from our short-term capital plan and show how this would work? What would be the cost of a building with the net-positive energy features? What would be the annual construction draws over the seven years proposed? How would the tax credits apply to this situation?

I think it is critical to show an example for our CFO. I forwarded your email and he does not feel this situation would be as favorable as the district going out to market for financing.

Please share your thoughts. It would be great to have something prior to the tour so we could decide if we want to discuss this opportunity at the tour. I spoke with Marion this morning and I want to hold off discussion this delivery method until our CFO is comfortable.

Thanks.

Matt Dean

Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Tuesday, April 29, 2014 6:15 PM
To: Matt Dean; Marion Wise
Subject: Fwd: Horry County Schools Issues

Matt

Please see the email from our lawyer below. I like this structure a lot. Your procurement folks need to vet it but if they like it, we can get it done without an rfq or rfp. Feel free to call me or Brent, our attorney, any time. I told Brent you may call him. Let me know if you want him in Dillon to discuss this with you or the board. He has the day blocked out.

Robbie

Sent from my iPhone

Begin forwarded message:

From: Brent Jeffcoat
<bjeffcoat@popezeigler.com>
Date: April 29, 2014 at 5:48:04 PM EDT
To: "AIA Robert W. Ferris (rferris@sfla.biz)"

<rferris@sfla.biz>, "Richard Green
(rgreen@firstfloor.biz)"
<rgreen@firstfloor.biz>

Subject: Horry County Schools Issues

You have asked me to tell you how to accomplish the following: You propose to provide a net-positive school or schools under a contract that allows the Horry County School District to pay draws on the construction contract over a period of 7 years. The net-positive energy and the deferred draw payments for construction are unique. The School District's payment source is sales tax revenues which we can demonstrate are more than adequate to make the construction payments. The School District does not want to borrow money, they just defer payment for the construction to match revenues from sales taxes.

The main issue in South Carolina for this kind of contract is compliance with some provisions that were crafted to kill lease-purchase financing for buildings and to kill 63-20 financings for buildings. The statute deals with what are defined as a financing agreement. However, the terms related to financing agreements do not prohibit the proposed transaction. The first issue is whether the contract you propose is a financing agreement. Without going into all the details, because title is always with the School District and because there are no principal and interest components, the original limitation does not apply. The additional limitation enacted in 2006 doesn't apply because the School District is not paying a purchase price, but merely paying amounts due under a construction contract. Secondly, the provisions did not make the financing agreements unlawful or prohibited. Instead, they simply require that the transaction be within the bonded debt limit of the school district. I've been told that

the School District has more than enough 8% bonded debt capacity. They want to consider your proposed transaction instead of borrowing money. Accordingly, the transaction works even if you were to conclude that the transaction were a financing agreement.

As for procurement: The School District's procurement code was adopted in 2005. Horry is one of the school districts that is directly subject to the State Procurement Code unless it adopts a code that General Services (a division of the State Budget and Control Board) determines in a written opinion is substantially similar to the State Code. I believe that opinion was given in connection with the 2005 Code adopted by the School District.

I start there for several reasons. The State's Procurement Code was amended in 2008 to specifically provide for alternative methods including design build, CM at risk and design-build-finance-operate and maintain. These provisions are not part of Horry's procurement code. In a conversation with a school procurement expert, I was told that their position is to rely on the general language of the old code for alternative procurement. In other words, he thinks this can be done using the old code which is the basis for Horry County Schools' code.

As for method, I think your plan meets the requirements for sole source. As I understand it you will design, choose the contractor for your own account with some competition and you will agree to defer draws on the construction contract over a term of seven years. Nobody else is offering the plan and the findings are not that difficult to make. The Chief Financial Officer can make the determination.

As a protective measure, however, I would include in your proposal that the construction be bid. The main opposition is likely to come from subcontractors and the like. If you do a bid for that work, then you've eliminated that concern.

| | | |
|--|--------------------------------|-----------|
| Brent Jeffcoat | (980) 225-1125 | Charlotte |
| Pope Zeigler, LLC | (803) 354-4919 | Columbia |
| bjeffcoat@popezeigler.com | (803) 422-6579 | Cell |
| Ally Center 8th Floor | 1411 Gervais Street, Suite 300 | |
| 440 South Church Street | P.O. Box 11509 | |
| Charlotte, NC 28202 | Columbia, SC 29211 | |

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From: [Robbie Ferris](#)
To: [Matt Dean](#)
Subject: Proposed schools
Date: Friday, May 2, 2014 6:33:22 AM

Matt

Your budgets seem to be for schools similar to the Dillon project that your board is going to visit today. I am still working on the numbers but at this point I see one of the values in our model being that we can transfer energy savings into improving the architecture. The question is do you and your board want to improve the architecture. I have asked Marion to listen to board members carefully as they tour. If Dillon is acceptable to them then that would be an indication that improving the architecture might be difficult.

I think it might be best to review budgets with you before meeting with your CFO to make sure we have everything correct.

What days might you have some time next week.

Sent from my iPhone

From: [Matt Dean](#)
To: [Robbie Ferris](#)
Subject: RE: Proposed schools - Dillion Tour
Date: Thursday, May 15, 2014 8:26:04 AM

Thanks for the update.

Thanks.

Matt Dean
Executive Director - Facilities
Horry County Schools
Office - 843-488-6575

-----Original Message-----

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Wednesday, May 14, 2014 5:10 PM
To: Matt Dean
Subject: RE: Proposed schools - Dillion Tour

Matt,

I wanted to update you. Our lawyer is still working through the details of a structure with your financial advisor. Brent, our lawyer, wants it to be "bullet proof" before it goes to your CFO.

Brent thinks he is a few days away from a resolution. I am concerned that its taking a long time to work out but I have absolute confidence in Brent and I know he is covering all his bases, he is the best.

Robbie

-----Original Message-----

From: Matt Dean [<mailto:MDean001@horrycountyschools.net>]
Sent: Friday, May 02, 2014 8:23 AM
To: Robbie Ferris
Cc: Marion Wise; Mark Wolfe
Subject: RE: Proposed schools - Dillion Tour

Very good.

I think it would be good to present the information below to the group touring. It would go a long way to show that our budgeting for future projects would be similar to the school they are touring. It would also be good to point out when the school was completed and make a statement that construction costs have increased since that time.

Marion - Could you call my cell (853-742-7584) and let me know who all will be there this morning and discuss any presentation on information?

Thanks.

Matt Dean
Executive Director - Facilities
Horry County Schools
Office - 843-488-6575

-----Original Message-----

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Friday, May 2, 2014 6:33 AM
To: Matt Dean
Subject: Proposed schools

Matt

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From: [Robbie Ferris](#)
To: [Matt Dean](#)
Cc: [Marion Wise](#)
Subject: Re: school projects
Date: Monday, May 19, 2014 7:18:17 PM
Attachments: [image001.png](#)

Ok

Then I will ask our attorney what next step is in his mind

Sent from my iPhone

On May 19, 2014, at 6:29 PM, "Matt Dean" <MDean001@horrycountyschools.net> wrote:

Our procurement office will contact the State Procurement office if they have any questions.

Thanks.

Matt Dean

Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Monday, May 19, 2014 12:22 PM
To: Matt Dean
Cc: Marion Wise
Subject: school projects

Matt,

Brent has reached out to your bond attorney to get a sign off but it seems the questions are more procurement related. Can you tell me who your procurement attorney is and can Brent call that person to get their sign off on the structure.

Thanks,
Robbie

<[image001.png](#)>

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"I'd put my money on solar energy... I hope we don't have to wait till oil and

coal run out before we tackle that." Thomas Edison, in conversation with Henry Ford and Harvey Firestone, March 1931.

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From: [Robbie Ferris](#)
To: [Matt Dean](#)
Cc: [Marion Wise](#)
Subject: RE: school projects
Date: Friday, May 23, 2014 11:17:51 AM
Attachments: [image001.png](#)

Matt,

Our lawyer has received concurrence from several of his colleagues about the plan we would propose. We are pricing the cost of funds so we can get the numbers put together. We likely won't get pricing until next Tuesday or Wednesday. I will get back to you as soon as we have more.

It looks like we will be able to accomplish your goals and I don't see any compromises at this point but interest rate pricing is critical.

More to come.

Have a great weekend!

Robbie

From: Matt Dean [mailto:MDean001@horrycountyschools.net]
Sent: Monday, May 19, 2014 6:29 PM
To: Robbie Ferris
Cc: Marion Wise
Subject: RE: school projects

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Thanks.

Matt Dean

Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

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Subject: school projects

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Thanks,

Robbie



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From: [Robbie Ferris](#)
To: [Matt Dean](#)
Cc: [Marion Wise](#)
Subject: RE: update
Date: Tuesday, June 10, 2014 2:44:32 PM
Attachments: [image001.png](#)

If you can send me anything you have on the plans you are considering it would be helpful. We can work our plan form around what you are thinking. Even rough sketches would help.

From: Matt Dean [mailto:MDean001@horrycountyschools.net]
Sent: Tuesday, June 10, 2014 2:26 PM
To: Robbie Ferris
Cc: Marion Wise
Subject: RE: update

I can provide the size of the facilities that we are working on. We are in the process of reducing the sizes but this will provide some detail:

- Middle School – 1200 Student Capacity – 165,000SF
- Middle School – 800 Student Capacity – 145,000SF (Remove 16 classrooms from the large capacity building but same basic floor plan.)
- Elementary School – 900 Student Capacity – 110,000SF

All schools will be two story designs.

Thanks.

Matt Dean
Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Robbie Ferris [mailto:RFerris@sfla.biz]
Sent: Tuesday, June 10, 2014 2:12 PM
To: Matt Dean
Cc: Marion Wise
Subject: update

Matt,

The proposal I am putting together will look something like what is outlined below. Please let me know if you see any big holes.

1. Proposal-Brief outline of what were proposing and the enabling legislation/
procurement code
 - a. Sole sourcing justification based on the procurement code
2. Detailed project budgets for each project
3. Letter of interest from lenders
4. Proposed Form of contract with as many blanks as possible filled in as possible

Again, let me know if you would like additional information. I will avoid showing prototype plans etc.. since I have not seen what you are working on with SHW. I will make the proposal

visually appealing with pictures of schools, children etc....

Thanks

Robbie



Robert W. Ferris, AIA, REFP, LEED AP
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From: [Matt Dean](#)
To: [Robbie Ferris](#)
Subject: RE: update
Date: Tuesday, June 10, 2014 3:13:29 PM
Attachments: [image001.png](#)

No, a stage in the cafeteria.

Thanks.

Matt Dean

Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Tuesday, June 10, 2014 3:10 PM
To: Matt Dean
Subject: RE: update

Are you going to include auditoriums in your MS?

From: Matt Dean [<mailto:MDean001@horrycountyschools.net>]
Sent: Tuesday, June 10, 2014 2:39 PM
To: Robbie Ferris
Subject: RE: update

There would be two larger middle schools, two smaller middle schools, and one elementary school as this time. The other projects are additions and misc. buildings. Please base your proposal on those five facilities. We usually figure 8% of construction (building) costs for furniture and 5% of construction costs for low voltage wiring for technology and HVAC controls.

Thanks.

Matt Dean

Executive Director – Facilities
Horry County Schools
Office – 843-488-6575

From: Robbie Ferris [<mailto:RFerris@sfla.biz>]
Sent: Tuesday, June 10, 2014 2:33 PM
To: Matt Dean
Subject: RE: update

Great,

We are working on next generation plans and all of our systems are based on 2 story designs. In fact were going to Tranes R&D facility next week to further develop our systems.

We are working on budgets as we speak. Any detail you can give as to how much you

budget for FFE and technology, etc... would help. Also on the budget you gave me you had 2 intermediate schools, 1 ES and 1 MS.

How many of each of the schools listed below would you have in the program?

From: Matt Dean [<mailto:MDean001@horrycountyschools.net>]

Sent: Tuesday, June 10, 2014 2:26 PM

To: Robbie Ferris

Cc: Marion Wise

Subject: RE: update

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Matt Dean

Executive Director – Facilities

Horry County Schools

Office – 843-488-6575

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From: [Robbie Ferris](#)
To: [Matt Dean \(MDean001@horrycountyschools.net\)](#)
Cc: [Marion Wise](#)
Subject: Re: meeting
Date: Tuesday, June 17, 2014 4:43:37 PM
Attachments: [image001.png](#)

Matt
Correction
July 2nd or 3rd

Sent from my iPhone

On Jun 17, 2014, at 4:12 PM, "Robbie Ferris" <RFerris@sfla.biz> wrote:

Matt

Can we schedule some time on June 2nd or 3rd to go over our thoughts about how we might proceed with your projects?

Robbie

<image001.png>

Robert W. Ferris, AIA, REFP, LEED AP
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From: [Robbie Ferris](#)
To: [Matt Dean](#)
Subject: School proposal
Date: Tuesday, July 8, 2014 10:28:20 PM

Matt

It is still our intent to submit you a proposal to accelerate construction of your schools. We continue to work with lenders willing to loan money for the projects without taking the buildings as collateral. SC law will not allow the buildings to be used to secure the debt.

Thanks

Robbie

Sent from my iPhone